

1 Paul J. Riehle (SBN 115199)  
2 paul.riehle@faegredrinker.com  
**FAEGRE DRINKER BIDDLE & REATH**  
3 LLP  
4 Four Embarcadero Center  
5 San Francisco, California 94111  
6 Telephone: (415) 591-7500  
7 Facsimile: (415) 591-7510  
8  
9 Christine A. Varney (*pro hac vice*)  
cvarney@cravath.com  
Katherine B. Forrest (*pro hac vice*)  
kforrest@cravath.com  
Gary A. Bornstein (*pro hac vice*)  
gbornstein@cravath.com  
Timothy G. Cameron (*pro hac vice*)  
tcameron@cravath.com  
Yonatan Even (*pro hac vice*)  
yeven@cravath.com  
Lauren A. Moskowitz (*pro hac vice*)  
lmoskowitz@cravath.com  
Justin C. Clarke (*pro hac vice*)  
jclarke@cravath.com  
M. Brent Byars (*pro hac vice*)  
mbbyars@cravath.com  
**CRAVATH, SWAINE & MOORE LLP**  
14 825 Eighth Avenue  
15 New York, New York 10019  
16 Telephone: (212) 474-1000  
Facsimile: (212) 474-3700

17 *Attorneys for Plaintiff Epic Games, Inc.*

Karma M. Julianelli (SBN 184175)  
karma.julianelli@bartlitbeck.com  
**BARTLIT BECK LLP**  
1801 Wewetta St., Suite 1200  
Denver, Colorado 80202  
Telephone: (303) 592-3100  
Hae Sung Nam (*pro hac vice*)  
hnam@kaplanfox.com  
**KAPLAN FOX & KILSHEIMER LLP**  
850 Third Avenue  
New York, NY 10022  
Tel.: (212) 687-1980  
*Co-Lead Counsel for the Proposed Class  
in In re Google Play Consumer Antitrust  
Litigation*

Brendan P. Glackin (SBN 199643)  
bglackin@agutah.gov  
**OFFICE OF THE UTAH ATTORNEY  
GENERAL**  
160 E 300 S, 5th Floor  
PO Box 140872  
Salt Lake City, UT 84114-0872  
Telephone: 801-366-0260

*Counsel for Utah and the Plaintiff States*

18  
19                   **UNITED STATES DISTRICT COURT**  
20                   **NORTHERN DISTRICT OF CALIFORNIA**  
21                   **SAN FRANCISCO DIVISION**

22 THIS DOCUMENT RELATES TO:

23                   *Epic Games, Inc. v. Google LLC*, Case  
24 No. 3:20-cv-05671-JD

25                   *In re Google Play Consumer Antitrust*  
26 Litigation, Case No. 3:20-cv-05761-JD

27                   *Utah v. Google LLC*, Case No. 3:21-cv-  
28 05227-JD

CASE NO. 3:21-CV-05227-JD

**DECLARATION OF  
BRENDAN BENEDICT  
IN SUPPORT OF PLAINTIFFS'  
ADMINISTRATIVE MOTION TO  
CONSIDER WHETHER  
ANOTHER PARTY'S MATERIAL  
SHOULD BE SEALED**

1 I, Brendan Benedict, declare as follows:

2 1. I am counsel for plaintiff State of Utah in the above-captioned actions. I  
3 am admitted to appear before this Court *pro hac vice*.

4 2. I submit this declaration pursuant to Civil Local Rule 79-5. The contents  
5 of this declaration are based on my personal knowledge.

6 3. Plaintiffs' Joint Discovery Letter Brief, submitted jointly with non-party  
7 Activision Blizzard, Inc. ("Activision"), contains portions that are sourced from  
8 documents that Defendants Google LLC, Google Ireland Limited, Google Commerce  
9 Limited, Google Asia Pacific Pte. Limited, and Google Payment Corp. (collectively,  
10 "Google"), and non-party Activision have designated as "CONFIDENTIAL",  
11 "HIGHLY CONFIDENTIAL – ATTORNEYS' EYES ONLY" or "NON- PARTY  
12 HIGHLY CONFIDENTIAL – OUTSIDE COUNSEL EYES ONLY", pursuant to the  
13 protective orders entered by the Court, Case No. 3:21-md-02981-JD, ECF Nos. 40, 44,  
14 123, 124, 154, 170, 260, 261, and 262. The following Table shows the portions of  
15 Plaintiffs' Joint Discovery Letter Brief that contain information designated as  
16 "CONFIDENTIAL", "HIGHLY CONFIDENTIAL – ATTORNEYS' EYES ONLY" or  
17 "NON- PARTY HIGHLY CONFIDENTIAL – OUTSIDE COUNSEL EYES ONLY".

Portion Containing Confidential Information	Designating Party
Page 4, first paragraph, third sentence. From after "personal knowledge regarding" to end of sentence.	Google
Page 4, first paragraph, fourth sentence. From after "Mr. Zerza's testimony about" to "and other topics".	Google
Page 4, fourth paragraph, second sentence. From after "other anticompetitive conduct" to end of sentence.	Google
Page 4, fourth paragraph, fifth sentence.	Google

28 DECLARATION OF BRENDAN BENEDICT IN SUPPORT OF PLAINTIFFS' ADMINISTRATIVE MOTION TO  
CONSIDER WHETHER ANOTHER PARTY'S MATERIAL SHOULD BE SEALED

Case Nos. 3:21-md-02981-JD; 3:20-cv-05671-JD; 3:20-cv-05761-JD; 3:21-cv-5227-JD

1	From after "has revealed that" to second comma in sentence.	
2	Page 4, fourth paragraph, fourth sentence.	Activision
3	From second comma in sentence to end of sentence.	
4	Page 4, fourth paragraph, final sentence in paragraph.	Google
5	Page 4, fifth paragraph, first sentence.	Activision
6	From beginning of sentence to first comma.	
7	Page 4, fifth paragraph, second sentence.	Activision
8	From after "was interested in" to end of sentence.	
9	Page 4, fifth paragraph, third through fifth sentence.	Google
10	Page 5, first paragraph, first through third sentence.	Activision
11	Page 5, first paragraph, fifth sentence	Activision
12	Page 5, first paragraph, seventh sentence.	Activision
13	Page 5, second paragraph, first and second sentences.	Google
14	Page 5, second paragraph, third sentence.	Activision
15	Page 5, fifth paragraph, third sentence.	Google
16	Page 5, fifth paragraph, fourth sentence.	Google
17	From beginning of sentence to second comma.	
18	Page 5, final paragraph, fourth sentence.	Activision
19	From second comma to end of sentence.	
20	Page 6, first paragraph, second sentence.	Google
21	From after "personal knowledge of" to end of sentence.	
22	Page 6, first paragraph, third sentence.	Google
23	From after "was present for" to end of sentence.	
24	Page 6, first paragraph, fourth sentence.	Google
25	From beginning of sentence to first comma.	
26	Page 6, first paragraph, fourth sentence.	Google
27	From "Zerza's testimony on" to end of sentence.	

28 DECLARATION OF BRENDAN BENEDICT IN SUPPORT OF PLAINTIFFS' ADMINISTRATIVE MOTION TO  
SEAL PORTIONS OF ITS FIRST AMENDED COMPLAINT

Case Nos. 3:21-md-02981-JD; 3:20-cv-05671-JD; 3:20-cv-05761-JD; 3:21-cv-5227-JD

1	Page 6, second paragraph, second sentence. From after semicolon to end of sentence.	Google
2	Page 6, second paragraph, third sentence. From after “not even present” to end of sentence.	Google
3	Page 6, second paragraph, third sentence. From after “not participate in” to end of sentence.	Activision
4	Page 7, first paragraph, third sentence. From after “several documents describing” to end of sentence.	Activision
5	Page 7, first paragraph, fifth sentence. From after “to further probe” to end of sentence.	Activision
6	Page 7, second paragraph, fifth sentence. From after “As for” to first comma.	Activision
7	Page 7, second paragraph, sixth sentence. From after “relevant details regarding” to end of sentence.	Activision
8	Page 8, fourth full paragraph, first sentence. From after “time to include” to end of sentence.	Activision
9	Page 9, first full paragraph, eighth sentence. From after “‘need’ to probe” to second comma.	Activision

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct, and that I executed this declaration on May 28, 2022 in Washington, DC.

/s/ *Brendan Benedict*  
Brendan Benedict

DECLARATION OF BRENDAN BENEDICT IN SUPPORT OF PLAINTIFFS' ADMINISTRATIVE MOTION TO SEAL PORTIONS OF ITS FIRST AMENDED COMPLAINT

Case Nos. 3:21-md-02981-JD; 3:20-cv-05671-JD; 3:20-cv-05761-JD; 3:21-cv-5227-JD